

No 1954243

**THE COMPANIES ACT 2006**

**SHANKS & MCEWAN (ENVIRONMENTAL SERVICES) LIMITED**

**(THE "COMPANY")**

(CIRCULATED ON 26 AUGUST 2010)

**WRITTEN RESOLUTION**

We, the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would be entitled to vote on this resolution, hereby agree pursuant to section 288 of the Companies Act 2006 to the passing of the following special resolution by way of written resolution.

**THAT**, the Company's articles of association be amended to incorporate the following article

"29A

The Directors may meet for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Without prejudice to the foregoing, all or any of the Directors or of the members of any committee of the Directors may participate in a meeting of the Directors or of that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other and to address each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in the quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is then present. The word "meeting" in these Articles shall be construed accordingly."

**AGREEMENT:**

Please read the notes at the end of this document before signifying your agreement to the Resolution

We the undersigned, being the sole member of the Company who (at the date of circulation of this resolution) would have been entitled to vote on the above resolution if it had been proposed at a general meeting, hereby irrevocably agree to the special resolution set out above.

  
for and on behalf of  
**Shanks Capital Investment Limited**

Date: 26 August 2010

